

HELLER EHRMAN LLP  
Michael L. Charlson (MC-2378) (Cal. Bar 122125)  
Kevin A. Burke (KB-0580)  
7 Times Square  
New York, New York 10036  
Phone: (212) 832-8300  
Fax: (212) 763-7600

*Attorneys for defendants Threshold Pharmaceuticals, Inc.,  
Harold E. Selick, and Janet I. Swearson*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

---

JERRY TWINDE, On Behalf of Himself and All  
Others Similarly Situated,

Plaintiff,

v.

THRESHOLD PHARMACEUTICALS, INC.,  
HAROLD "BARRY" E. SELICK and JANET I.  
SWEARSON,

Defendants.

---

RAYNOLD L. GILBERT, Individually and On  
Behalf of All Others Similarly Situated,

Plaintiff,

v.

THRESHOLD PHARMACEUTICALS, INC.,  
HAROLD "BARRY" E. SELICK and JANET I.  
SWEARSON,

Defendants.

---

Civil Action No.: 07 CV 6227 JSR  
Consolidated with 07 CV 6490 JSR

DECLARATION OF JANET  
SWEARSON IN SUPPORT OF  
DEFENDANTS' MOTION TO  
TRANSFER VENUE

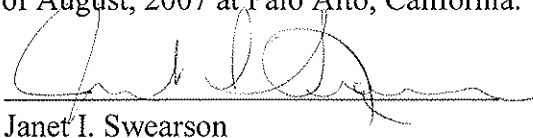
1. I was employed as the Chief Financial Officer of Threshold Pharmaceuticals, Inc. ("Threshold" or the "Company") from April 1, 2003 to August 31, 2006. In addition I worked as a consultant for Threshold Pharmaceuticals, Inc from September 9, 2002 to March 31, 2003. I make this declaration in support of a motion to transfer the above-referenced case from the Southern District of New York to the Northern District of California. Except as otherwise indicated, I have personal knowledge of the facts set forth herein, and if called upon to do so, I could and would testify competently thereto.

2. I reside in Los Gatos, California, and work in Palo Alto, California. The cities of Los Gatos and Palo Alto are in Santa Clara County and are within approximately 50 miles of San Francisco.

3. I do not maintain a residence in the state of New York.

4. Because I live and work in the San Francisco Bay Area and do not travel to New York frequently, it would be difficult for me to defend this litigation or to try this case in the Southern District of New York.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed this 15th day of August, 2007 at Palo Alto, California.

A handwritten signature in dark ink, appearing to read "Janet I. Swearson", is written over a horizontal line.

Janet I. Swearson